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**BY HAND**

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May 6, 2013

Honorable James M. Peck, U.S.B.J  
United States Bankruptcy Court  
for the Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, New York 10004

Re: *In re Lehman Brothers Holdings, Inc.*, No. 08-13555 (JMP)

Dear Judge Peck:

This is a response to Richard Schager's letter to your Honor dated April 29, 2013, concerning the litigation of claims based on restricted stock units and/or contingent stock awards issued between 2003 and 2008 (the "April 29 Letter"). In the April 29 Letter, Mr. Schager, on behalf of certain claimants, requested a chambers conference pursuant to Rule 7007-1(b) of the Local Rules for the United States Bankruptcy Court, Southern District of New York, to discuss whether LBHI "should be encouraged to stipulate as to facts regarding the tax and accounting treatment of RSUs. . . ." April 29 Letter at 1.

Although LBHI does not agree with everything stated in the April 29 Letter, my colleagues, Denise Alvarez and Mark Bernstein, spoke to Mr. Schager by telephone on May 2, 2013, and conveyed LBHI's willingness to try to negotiate the requested stipulation. Mr. Schager has agreed to provide LBHI with proposed language for the stipulation, which LBHI will review, revise, and supplement if necessary. Thus, LBHI and Mr. Schager have agreed that a conference before your Honor is not necessary at this time, and that his request for the conference should be placed in abeyance. Upon the completion of the discovery process, LBHI will consult with Mr. Schager and other interested claimants to propose a briefing and hearing schedule to the Court.

Please let me know if you have any questions.

Sincerely,



Ralph I. Miller

cc: Richard J. Schager (by email)  
All RSU/CSA Claimants Participating in Discovery (by email)